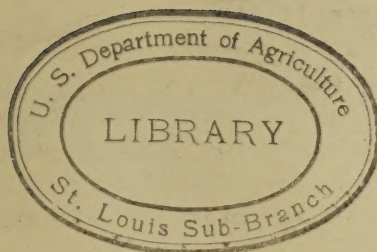
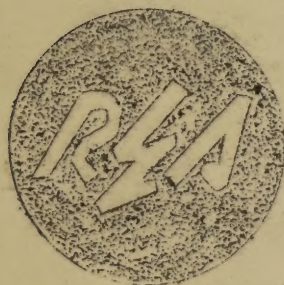


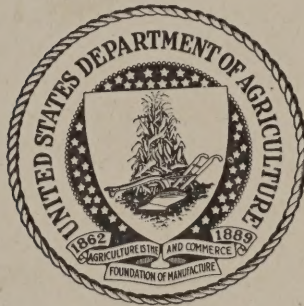
RULES OF ORDER

A SIMPLIFIED PARLIAMENTARY PROCEDURE
RECOMMENDED FOR USE IN
BUSINESS MEETINGS OF REA COOPERATIVES



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Any business meeting of an REA co-op, whether it is a meeting of the board, or of some committee, or of the membership as a whole, must proceed in an orderly way if it is to bring satisfactory results. There are certain widely accepted rules for conducting such meetings. These "rules of order" are a part of that large body of practices which are grouped under the term "parliamentary procedure."

The term itself indicates its origin. The English people, back in the thirteenth century, forced King John to sign the Magna Carta, which was the English "Bill of Rights." This led to the establishment of a national legislative body, the Parliament, in which the common people as well as the nobility were represented. The Parliament drew up its own rules of procedure to which everyone had to stick, whether he was a nobleman or a man of the people.

This "parliamentary procedure" was intended to enable the Parliament to carry on its business in an orderly way, without confusion and without tricks and favoritism. It provided an opportunity for everyone to voice his opinion, to have a thorough discussion on any matter before reaching a decision, and finally to arrive at the decision which was considered best for the public good.

In the course of time, the original set of rules was added to as the need arose. The deliberations of our own Continental Congress during the American Revolution were conducted according to British parliamentary rules much more elaborate than those of the Middle Ages. The Congress of the United States later officially adopted a modified version of these parliamentary rules as its own rules of congressional procedure.

The "rules of order" used by fraternal and business organizations in America are based upon the more elaborate parliamentary procedure in effect in the United States Congress. One need not be an expert "parliamentarian" to conduct or participate in a co-op meeting, but one should at least have an elementary knowledge of these rules of order and their use.

Besides making for orderliness of procedure, parliamentary rules are intended to protect the rights of the individual participant and of minorities at a meeting. At the same time, they are also intended to enable the majority to get things accomplished without unreasonable delay. The parliamentary rules of particular importance to REA cooperatives are easy to understand. Every trustee should familiarize himself with them and should see to it that they are applied impartially at all times.

FUNCTION OF CHAIRMAN

It is up to the chairman of a meeting to see to it that the rules of order are applied democratically, without favoritism and without trickery, so that all important matters may receive adequate discussion and that the decisions made by the meeting shall reflect the careful judgment of the majority of those present and entitled to vote. The chairman must also be familiar with all sections of the bylaws that deal in any way with the holding of meetings, the voting rules, and the duties and rights of the membership. Otherwise, there is danger that actions taken at a meeting may not stand up under the law.

In addition to knowing the rules of order and the bylaws and being willing to apply them impartially, a chairman should also be

an energetic leader who can keep the business of the meeting moving along without dragging. Whenever discussion has reached the point when a motion seems in order but no one volunteers to make it, the chairman may suggest the obvious by saying: "The chair is ready to entertain a motion that(whatever the occasion calls for)". But the chairman himself cannot make a motion; he can only suggest that someone else do so. If some one trying to make a motion finds difficulty in putting it into suitable words, the chairman may make suggestions, but he cannot change the form of the motion without the maker's approval.

COMMON SENSE RULES

Fair Play. The chairman should be a moderator, not a dictator. He must be fair-minded above all.

Avoid Confusion. Do not let more than one person talk at a time. The chairman decides who is to have the floor. If several persons wish to talk on the same matter, each must await his turn; but each should be given his turn.

Talking to the Point. The chairman should insist that members talk to the point, so as not to waste time. In fairness to others, he should not let anyone talk too long or too often on the same matter. Discussion of personal affairs, or of any other matters not concerned with the business of the meeting, should not be permitted while the meeting is in session.

Talking Loud Enough. It is necessary for everyone (including the chairman) to speak loud enough for the entire meeting to hear

an appropriate location when they are making a point
along with the first. When the discussion has reached the point
where a motion seems in order, the speaker should say, "The
chairman suggests the motion." The chair is ready to
introduce a motion that . . . (wherever the occasion calls for it).
But the chairman himself cannot make a motion; he can only suggest
that someone else do so. If some one suggests a motion, the
chairman is required to state it in his own words, and the speaker may
amend it, but he cannot change the form of the motion without
the speaker's approval.

THE CHAIRMAN'S DUTIES

First Duty. The chairman should be a tactician, and as tactician,
he must be impartial above all.
Second Duty. He must let some one propose a motion, and
then, the chairman should be the first to move. If several
persons wish to make a motion, each must wait his turn.
His duty is to give them their turn.
Third Duty. The chairman should make the motion
clear to the point, so as not to waste time. In this case the chair
is usually not to suggest this time limit or the other motion
which is a question of personal opinion, or of any other motion
not connected with the business of the meeting, should not be
raised while the meeting is in session.
Fourth Duty. It is necessary for everyone (including
the chairman) to speak loud enough for the entire meeting to hear.

what is being said. This is particularly important at a large meeting. If a person cannot be heard by everyone, the chairman should repeat at least the gist of what was said.

Avoid Hasty Action. Decisions on important matters should be made only after all the facts are known and have been considered fairly. It is safer in most instances to delay action than to act in ignorance of the facts. However, it is usually possible to have a small committee look into any particular matter of importance in advance of the meeting, so that the facts can be put before the meeting and intelligent action can be taken.

GENERAL RULES

Quorum. There must be a quorum present at a meeting before it can be opened for business. The necessary quorum for the particular type of meeting is specified in the bylaws.

Start of Meeting. The meeting should be called to order at the hour set, or as soon thereafter as a quorum has assembled.

Adjournment for Lack of Quorum. If no quorum can be assembled, those present must adjourn the meeting without transacting any business except that they may set a date for the reconvening of the adjourned meeting.

Order of Business. At every meeting there should be an "agenda," which means a list of the matters to be acted on, arranged in the order in which they are to be taken up. The agenda should be prepared in advance by the chairman in consultation with the secretary and the manager. Its general arrangement for a members' meeting is

When in doubt, it is better to err on the side of caution. The committee has been instructed to report to the board of directors on the progress of the work.

Early Action. The committee has been instructed to report to the board of directors on the progress of the work. It is recommended that the board of directors should take early action on the matter. The committee has been instructed to report to the board of directors on the progress of the work.

GENERAL PRINCIPLES

The committee has been instructed to report to the board of directors on the progress of the work. It is recommended that the board of directors should take early action on the matter. The committee has been instructed to report to the board of directors on the progress of the work.

Object of Meeting. The committee has been instructed to report to the board of directors on the progress of the work. It is recommended that the board of directors should take early action on the matter. The committee has been instructed to report to the board of directors on the progress of the work.

Agreement of the Board. It is recommended that the board of directors should take early action on the matter. The committee has been instructed to report to the board of directors on the progress of the work.

Order of Business. At every meeting there should be a report from the committee. The committee has been instructed to report to the board of directors on the progress of the work.

indicated in the bylaws. Additional matters may be brought up at the meeting, except matters which, according to the bylaws, require advance notice.

VOTING PROCEDURE

To reach a decision on any matter to be decided by vote, a definite procedure must be followed. Briefly, this consists of three main steps, the making of a motion, discussion and the voting itself.

The Motion. Any member entitled to vote at the meeting may propose any action which can properly be taken by that meeting and concerns the affairs of the co-op. Such a proposal is called a motion. The chairman may rule a motion temporarily out of order if it is made at the wrong time according to the order of business. A motion may also be out of order for certain other reasons which will be discussed later.

The member desiring to make a motion gets the chairman's attention by raising his hand or standing up or calling: "Mr. Chairman." When given the floor, he begins: "I move that . . ." and states his proposal as simply and clearly as possible. If the motion is in order, the chairman asks: "Will anyone second this motion?" and gives the floor to the first member wishing to do so. This member says simply: "I second the motion."

If no one is willing to second the motion, it is a sign that the meeting is not interested in it and that it would be a waste of time to discuss it and to vote on it. In that case, the chairman

declares that "the motion is dropped for want of a second" and proceeds with other business. If the motion is seconded, it enters the discussion stage.

At a large meeting it is desirable for anyone making or seconding a motion to give his name, as he may not be personally known to the secretary who has to keep the record of the meeting.

Discussion. After a motion has been made and seconded, the chairman should say: "It has been moved and seconded that (he should repeat the motion so that everyone can hear it distinctly) . . . Is there any discussion on the motion?"

He should allow enough time for discussion so that all good reasons for and against the motion will get adequate consideration. This discussion period before a motion is voted on is extremely important. It is fundamental to the democratic way of doing things. If a chairman refuses to allow time for reasonable discussion before a motion is voted on, he quite properly lays himself open to a charge of "railroading" or "steamrollering" which stamps him as a dictatorial or unfair chairman.

Voting. There are two ways of bringing a motion to a vote. Normally the chairman waits until there is no further discussion and then calls for the vote. But if a discussion drags out too long and it seems that no new facts or opinions will be brought out by further discussion, any member may "move to close debate and vote on the question." This request, if properly seconded, is not debatable and the chairman must at once let the meeting decide by voice vote or show of hands, whether or not the discussion shall be allowed to con-

the discussion stage.

At a large meeting it is desirable for anyone speaking on a second-
ing a motion to give his name, as he may not be personally known to
the assembly who had to be the second and the third.

tinue. If two-thirds of the voting members present are opposed to further discussion, then the chairman must call for a vote on the motion which was being discussed.

In certain cases, such as the election or removal of trustees and officers, the bylaws usually provide that the voting must be done by ballot, which means a secret ballot. This is for the purpose of permitting each member to vote according to his best judgment, without exposing himself to the ill will of the rejected candidate or of his friends.

Any member may also request a vote by ballot on any motion or resolution even if the bylaws do not require it. But since voting by ballot, particularly in a large meeting, takes up a lot of time, it should be used only in exceptional cases when there is cause to fear that members might be afraid to vote openly according to their best judgment. The member desiring a vote to be by ballot says: "I move that the vote on this question shall be by ballot." If his motion is seconded, the chairman must, without any further debate, let the members decide, by voice or by show of hands, whether or not they prefer to vote by ballot on the particular matter. A majority vote is sufficient for such a decision.

Whenever voting by ballot is not required, the usual method of voting is by voice. When the chairman is ready to put the vote, he should repeat the motion or have the secretary read it aloud, so that everyone is clear on it. This is particularly important if there has been considerable discussion since the time when the motion was first made. Then he says: "All in favor of the motion, please say 'I' (or 'yes')". After those in favor have voted he says: "All

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opposed to the motion please say 'no'." Then he announces the result by saying: "The motion is carried" or "The motion is lost," as the case may be.

If there is the least doubt as to whether the motion was carried or lost, he should take the vote again, but this time by show of hands, asking the members in each case to "Raise your right hand." If the vote is still uncertain, he should ask the secretary and another officer to count the hands raised for ~~and~~ against. In case of a tie vote, the motion is lost unless the tie is broken by the chairman's vote.

In board or committee meetings, where the number is small, voting on important matters is sometimes done by "roll call." The chairman asks each member individually to state his stand on the motion, and the vote of each is entered in the minutes, for permanent reference. But even where the roll call vote is not used, it is the privilege of any voter dissenting from the majority opinion to have his vote put on record in the minutes, for his own protection.

THE CHIEF MOTIONS

There are two general types of motions: main motions and secondary motions. All of the motions here listed and discussed require only a majority vote to pass or "carry," except where a different requirement is specifically stated.

Main Motions. A motion which is made when there is no other matter before the meeting is called a main motion. It is the most important kind of motion because it is made for the purpose of getting something done, but it is also the lowest in rank. This

statement may sound queer until the reason for it is explained.

Secondary Motions. A motion that concerns the main motion on the floor is known as a secondary motion. Its intention may be to amend the main motion, or to have the matter proposed in the main motion referred to a committee, or to postpone or stop action on the main motion. It is obvious that such a secondary motion must be dealt with before the main motion is voted on. This explains the statement that the latter is lowest in rank. But it is also obvious that a secondary motion can be made only when there is already a main motion before the meeting. Therefore, the main motion is the most important kind of motion.

Motion to Amend. If any member likes the general idea expressed in the main motion up for discussion, but wants the wording changed or added to, he can "Move to amend the motion by (adding, taking out, etc.) the words" If such a motion to amend is seconded, it is then open for discussion and must be voted on before the main motion is again taken up. When the chairman calls for the vote on a "motion to amend," he must make it clear that the vote will not yet be on the acceptance or rejection of the main motion, but only on whether the members want the wording of the main motion changed or not changed before they vote on it. When the desired wording of the main motion has been agreed upon, the chairman can take the vote on the latter as soon as there is no further discussion.

Motion to Refer. If any member thinks that the meeting does not possess enough facts or information concerning the subject of the main motion to be able to vote intelligently on it, he may "Move that

this question be referred to, with instructions to report at the next meeting." His motion should state the person or committee, and, if a special committee, whether it is to be appointed by the president or by the board. A motion to refer can be applied only to the main motion under discussion. It is in order practically at any time before the vote is taken on the main motion itself. It requires a second and may be debated. If it is passed, the main motion is put aside but is made the first item of unfinished business at the next meeting.

Motion to Table. This motion ranks above all other secondary motions, which means that it can be introduced even when another secondary motion is being considered. "To table" means to put the main motion aside indefinitely without taking any action on it. This motion requires a second and it is not debatable but must be voted on at once. If it carries, it also does away with any further consideration of any secondary motion that may have been pending. A main motion which has been tabled may again be brought up for consideration at the same or a future meeting, but only at a time when no other motion is being considered. This can be done by a motion to "Take from the table the motion that . . ."

Point of Order. If a member is convinced that the "rules of order" or the bylaws are being disregarded in an important particular, he may interrupt, regardless of who is speaking, by rising and saying: "Mr. Chairman, I rise to a point of order." No second is required. The chairman must immediately ask him: "State your point of order." The member must then give a brief explanation of what

he thinks is out of order, and why. If the chairman is satisfied that the member is right, he says: "Your point is well taken," and does whatever is necessary to correct the error. If he considers the member wrong, he says: "Your point is not well taken," and drops the matter. If the chairman himself is uncertain, he can refer the question to someone better acquainted with the bylaws or with parliamentary procedure (such as the legal counsel, if he is present), or he can ask the meeting to vote on the matter. If the member is convinced that the chairman's decision is wrong, he can say: "I appeal from the decision of the chair." If the appeal is seconded by another member, the chairman must put the matter to a vote. In case of a tie vote, the appeal is lost.

To Withdraw a Motion. Sometimes, the maker of a main motion may become convinced that the action proposed is really unnecessary or undesirable. Or he may feel that it has become so confused or twisted by the addition of an amendment that his intended purpose will not be served by it. It is his privilege, at any time before the final vote on the main motion is taken, to address the chairman and say: "I desire to withdraw my motion." If no one objects, the chairman declares the motion withdrawn. If the second or any other member objects, another member may "Move that Mr. . . . (the maker of the main motion) be allowed to withdraw his motion." This must be voted on without further debate. If a majority is in favor, the main motion is withdrawn. This leaves the floor open for any one who wishes to make a new main motion on the same subject to take the place of the one withdrawn.

Motion to Rescind. It happens now and then that an action agreed upon at a meeting is later found to be undesirable. If it is a matter that can still be remedied by reversing the action, the way to accomplish this is by a motion "To rescind (or appeal) the formerly approved motion that(state the action which is to be rescinded)." Such a motion can be made at any later meeting by any member entitled to vote at the meeting. It requires a second and it may be debated. To carry, it requires the affirmative vote of two-thirds of those voting, unless the proposed repeal was mentioned in the notice of the meeting. In that case, a majority of those voting is all that is necessary.

Motion to Reconsider. A motion carried (or lost) may be reopened for further discussion and consideration by a vote "To reconsider," if this is done at the same meeting in which the original vote was taken. Reconsideration may be particularly advisable if the original vote was nearly equally divided and it is felt that further discussion might result in greater unanimity of decision. Any member who originally voted with the winning side has the right to make a motion for reconsideration. Such a motion requires a second. If a majority is in favor, the motion to reconsider is carried, regardless of what the voting requirements on the original motion were. Adoption of a "Motion to reconsider" means that the original motion is again before the meeting just as if it had never been voted on.

Motion to Adjourn. This is another undebatable motion. It requires a second and the affirmative vote of a majority of the

members present.

VOTING BY THE CHAIRMAN

In an REA co-op, the chairman of any meeting at which business is to be transacted is generally a member of the co-op. As a member, he has the right to vote. But as chairman of the meeting, he has certain responsibilities beyond those of the ordinary member. He is expected to act as moderator and coordinator rather than as a partisan. It is up to him to make the democratic process work. To this end, parliamentary practice places certain limitations on the chairman's exercise of his right as a member to participate in discussion and voting on a pending motion.

The chairman is not supposed to speak for or against a motion while he is in the chair. If he wants to take part in the debate, he should ask another member to act as chairman temporarily, so that the impartiality of the chair will be preserved. He can resume the chairmanship when he is again ready to avoid taking sides himself. When it comes to voting, the accepted practice is for the chairman to vote only under the following circumstances:

(a) If the vote is by ballot. In that case there is no reason why he should refrain from voting, since his vote cannot influence other voters.

(b) If his vote is needed because of bylaws' requirements. For example, if a two-thirds vote of all trustees is required on a matter but cannot be obtained without the chairman voting. Of course, it is his privilege to vote for or against the motion, thereby helping to carry or to defeat it.

VOTING BY THE CHAIRMAN

In the first place, the Chairman of the Board of Directors, who is the only person authorized to call a meeting of the Board, is also the only person who has the right to preside at the meeting. This is a very important position, and it is one that should be filled by a person of high character and high ability. The Chairman of the Board is the person who is responsible for the management of the company, and he is the person who is responsible for the success or failure of the company. It is therefore of great importance that the Chairman of the Board be a person who is capable of making good decisions and who is capable of leading the company to success.

The Chairman of the Board is also the person who is responsible for the calling of the annual meeting of the shareholders. It is his duty to see that the meeting is held at the proper time and place, and that the proper business is transacted at the meeting. It is also his duty to see that the shareholders are properly informed of the business to be transacted at the meeting, and that they are given the opportunity to express their views on the business.

The Chairman of the Board is also the person who is responsible for the management of the company's affairs. It is his duty to see that the company's affairs are conducted in a proper and efficient manner, and that the company's resources are properly managed. It is also his duty to see that the company's interests are properly protected, and that the company is able to meet its obligations to its creditors and to its shareholders.

The Chairman of the Board is also the person who is responsible for the representation of the company in its dealings with other companies and with the public. It is his duty to see that the company is properly represented in all of its dealings, and that the company's interests are properly protected in all of its dealings.

The Chairman of the Board is also the person who is responsible for the management of the company's finances. It is his duty to see that the company's finances are properly managed, and that the company is able to meet its financial obligations. It is also his duty to see that the company's resources are properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders.

The Chairman of the Board is also the person who is responsible for the management of the company's personnel. It is his duty to see that the company's personnel are properly managed, and that the company is able to meet its obligations to its employees. It is also his duty to see that the company's resources are properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders.

The Chairman of the Board is also the person who is responsible for the management of the company's property. It is his duty to see that the company's property is properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders. It is also his duty to see that the company's resources are properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders.

The Chairman of the Board is also the person who is responsible for the management of the company's reputation. It is his duty to see that the company's reputation is properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders. It is also his duty to see that the company's resources are properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders.

The Chairman of the Board is also the person who is responsible for the management of the company's future. It is his duty to see that the company's future is properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders. It is also his duty to see that the company's resources are properly managed, and that the company is able to meet its obligations to its creditors and to its shareholders.

(c) If the name and vote of each person is to be recorded in the minutes. This is likely to be requested only at board meetings and only on matters of vital importance. In such a case, the members have the right to know where the chairman stands and the chairman has the duty to put himself on record.

(d) If his vote will either make or break a tie. But, of course, he has only one vote. He cannot vote twice on the same motion.

Whenever it appears that a vote will be so close that the chairman's vote will affect the decision one way or another, it is generally preferable to continue discussion (provided the motion is one that permits discussion) until one side or the other has gained the support of more than a bare majority without any need of the chairman's vote. Close votes may cause quarreling and disruption in an organization. The minority will yield to majority opinion with better grace if ample discussion has preceded the decision and if the deciding vote can show a comfortable margin.

